

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
)
DELPHI CORP. *et al.*,) Case No. 05-44481 (RDD)
)
Debtors.) (Jointly Administered)
)

**STIPULATION AUTHORIZING AND DIRECTING THE DELPHI FORMER
OFFICERS AND EMPLOYEES ESCROW AGENT TO DISBURSE INTERIM
PAYMENTS TO THE DELPHI FORMER OFFICERS
AND EMPLOYEES FOR DEFENSE COSTS**

WHEREAS, on August 31, 2007, the parties hereto¹ (the "Parties") entered into a Stipulation and Agreement of Insurance Settlement (the "Insurance Settlement"), attached as Exhibit C to the Motion for Order Preliminarily Approving Settlement, Preliminarily Certifying a Settlement Class, Approving Forms and Methods of Notice, and Setting a Fairness Hearing (the "Motion for Preliminary Approval"), In re: Delphi Corporation Securities, Derivative and "ERISA" Litigation, 05-md-1725 (E.D. Mich.) (Docket No. 228) (attached hereto as Exhibit A); and

¹ This Stipulation is entered into among Delphi Corporation, Delphi Corporation as Debtor in Possession, Delphi Trust I, Delphi Trust II (collectively, "Delphi"); J.T. Battenberg III, Milan Belans, John G. Blahnik, Alan S. Dawes, Paul R. Free, Peter H. Janak, Judith Kudla, and Catherine Rozanski (collectively, the Delphi Former Officers and Employees"); Robert H. Brust, Virgis W. Colbert, David N. Farr, Bernd Gottschalk, Susan A. McLaughlin, Oscar de Paula Bernardes Neto, Cynthia A. Niekamp, John D. Opie, Roger S. Penske, Donald S. Runkle, John D. Sheehan, and Patricia C. Suelz (collectively, the "Delphi Officers and Directors"); and National Union Fire Insurance Company of Pittsburgh, Pa., Zurich American Insurance Company, Federal Insurance Company, Twin City Fire Insurance Company, American Casualty Company of Reading, PA, Arch Insurance Company, St. Paul Mercury Insurance Company, Great American Insurance Company, Allied World Assurance Company LTD, Endurance Specialty Insurance Ltd., and Starr Excess International (collectively, "Insurers").

WHEREAS, the Insurance Settlement provides for the creation of a fund for the defense costs of the Delphi Former Officers and Employees, administered by an escrow agent (the "Delphi Former Officers and Employees Escrow Agent"); and

WHEREAS, the Insurance Settlement provides that the Delphi Former Officers and Employees Escrow Agent may make payments prior to the Effective Date of the Insurance Settlement (as that term is defined in the Insurance Settlement), provided that: (1) the Delphi Former Officers and Employees provide to the Insurers an unsecured written undertaking (an "Undertaking") to repay any sums so paid if the Insurance Settlement does not become effective and it is later determined that the Delphi Former Officers and Employees were not entitled to the amounts paid; and (2) the Delphi Former Officers and Employees Escrow Agent is authorized to make such payments by an order of this Court either upon uncontested motion or stipulated order notwithstanding the automatic stay, to the extent it applies; and

WHEREAS, the Insurance Settlement has not, to date, received the necessary court approvals to become effective; and

WHEREAS, each of the Delphi Former Officers and Employees has incurred defense costs that remain unreimbursed, and expect to incur additional defense costs prior to the Effective Date of the Insurance Settlement; and

WHEREAS, each of the Delphi Former Officers and Employees has provided the required Undertaking to the Insurers, copies of which are attached hereto as Exhibits B – H.

NOW, THEREFORE, the Parties hereby stipulate that the Delphi Former Officers and Employees Escrow Agent be authorized and directed by the United States Bankruptcy Court for the Southern District of New York to disburse up to \$1 million to the Delphi Former Officers

and Employees to be used solely for defense costs as set forth in paragraph 10 of the Insurance Settlement.

IT IS SO STIPULATED this 6th day of November, 2007.

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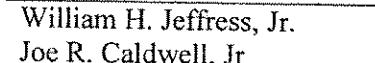
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and Employees to be used solely for defense costs as set forth in paragraph 10 of the Insurance Settlement.

IT IS SO STIPULATED this 5th December day of November, 2007.

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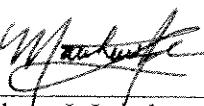
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